

THE WEST LONDON SYNAGOGUE OF BRITISH JEWS
ANNUAL GENERAL MEETING OF THE CONGREGATION 2020

16 JUNE 202 AT 19:00

MEETING HELD BY ZOOM

1. The President of the Synagogue, Mark Fox, was in the Chair. He welcomed all attendees to the first virtual AGM in the history of the Synagogue, which was held by Zoom. Mark Fox advised that in the unlikely event of a technology failure during the meeting participants should redial in and hopefully would reconnect. If for any reason there was a more significant failure, we would send out an update for a further meeting a week later. [Fortunately, this did not occur.]
2. Rabbi David Mitchell was invited to read the opening blessing and blew the shofar representing the (hope) of passing of the disease.
3. Proposers and seconders for all the motions requiring a vote have come forward and we have encouraged all members to vote by completion of proxy forms. There was an online facility for each Zoom subscriber to enter one vote for, against, or to abstain. Unfortunately, technology limited votes to one per subscriber rather than the number in a household that may be watching each Zoom. Additionally, members could vote by email by midnight on the day or by postal votes to be received at the Synagogue by 5pm on 22 June. In the event of any close votes we would need to consider our next steps [but, in the event, all votes were clear cut and would not have been affected by this restriction].

143 members “zoomed” into the meeting so together with proxies there was clearly the required quorum.

4. The President gave an address. This is attached at Appendix 1.
5. The Chairman of the Board, Mr Patrick Mocatta then addressed the meeting. He did not read from a prepared statement and as much of what Patrick said is contained in the Trustees’ report, we record here a synopsis of his remarks.

There are three principal issues to speak about:

- a. Achievements of the past year
- b. Rabbinic Succession and Change Management
- c. Personal remarks of outgoing Chair

This year we have had temporarily to move from our 150-year home at Upper Berkeley Street to a virtual existence. Thanks need to be given to our rabbis, Stewart

Sether, our professional staff and to our volunteers. I also want to thank David Greenbury and Julia Markson for their contribution to the arrangements for tonight's virtual AGM.

The Covid-19 pandemic has had a material effect on our Education, Social Care and Social Action activities and has generated an impressive reaction.

I want specially to note the restoration work around the Ark, the beautiful music and choir, and the increase in membership numbers year on year. The increased number of children attending Religion School and the fact that our Conversion course, J-Prep has been oversubscribed.

As soon as it is safe to do so, we will be having series of community building cultural events so that we can convey our thanks to all those who have contributed so much to a series of religious and cultural events.

Rabbinic Succession and Change Management

Rabbi Julia's achievements were significant and we thank her profusely.

We welcome co-Senior Rabbis Helen and David and wish them well as they lead us into the future.

We say farewell to Rabbi Neil and thank him for his leadership of our education services and to Rabbi Sybil who has made a wonderful contribution to life at West London and has been trying to retire for a while but has stepped up to help us when our rabbinic resources were stretched.

We welcome Rabbi Gershon Silins who has joined us on a part time basis.

I particularly wish to thank Sir Michael Burton for leading the independent enquiry which reviewed all issues with impartiality and allowed us to move forward with confirming Rabbi David as our co-Senior Rabbi.

The events of the end of last year highlighted the need for a new management structure and reporting lines. We have taken advice from an independent Human Resources Consultancy and are currently working on changes in our approach to staff management which will be overseen and implemented by the new Board.

Personal remarks

I would like to give my thanks generally to all with whom I worked over past three years

It has been a privilege to be your Chairman.

I want to pay tribute to Henry Dyson who was a board member; offered sound advice; was a friend to many and who sadly died last summer.

Particular thanks to the Board, our President, Mark Fox and to our Executive Director, Stewart Sether for the workload they assumed during the early part of the year. I would also like to single out Rabbi Helen's extra work and responsibility, impartiality, energy, and patience to keep WLS functioning during our difficulties earlier this year.

The uncertainties caused by COVID will be covered by others this evening. I have total confidence in WLS prospering in future led by Rabbis Helen and David, the new Chair, a new strong Board and David Marks continuing in his Treasurer role. I wish you all success.

6. Mark Fox advised the AGM that the Community Reports had been uploaded onto the Synagogue's website.
7. The Treasurer, David Marks then addressed the meeting. His address is attached at Appendix 2.

The Treasurer told the meeting that there were two motions which he proposed. Both had been seconded by Mr Ivor Epstein. The first was to approve the reappointment of the auditors. The second was to accept the Trustees' Report and financial statements. Both motions were approved by 59 votes in favour, 4 abstentions and no votes against.

8. Andrew Stone explained some proposed interim changes to our Articles and Rules. These are marked with tracked changes on the attachment to these minutes. Andrew explained that these were relatively minor changes to improve the efficiency of some of the things we were doing. He noted some of the changes of most significance included (i) a requirement for an outgoing Chairman to step down from the Board on election of a new Chairman (ii) a proposal that we reduce to a simple majority (from 75%) the Trustee vote permitting a trustee to stand for re-election after serving for three years (reminding us that there is a general overall limit of a nine-year term as a trustee) (iii) the elimination of the need for an Advisory Group subject to it being capable of reconstitution at any time (iv) clarification of the mandate of the Executive Group which has day to day management responsibility but reports regularly to the full Board (v) the innovation of an obligation for the Chair of the Board to appoint a deputy Chair and (vi) the duties of the Executive Director (which have never been set out in our Rules) now being included. The motion to adopt these changes was proposed by David Gasperow and seconded by Richard Slowe. The motion was passed with 56 votes in favour, 5 abstentions and no votes against and the changes were duly adopted.
9. The President told the meeting that the Board had elected Andrew Stone as its next Chairman, but this was subject to ratification by the Congregants at the AGM. A resolution to ratify this appointment was proposed by Morris Bentata and seconded by Stephen Moss. There were 61 votes in favour, 1 against and no abstentions, so Mr

Stone is duly confirmed as the next Chairman of the Board of Trustees. Under our Rules, the Chair would usually assume office on Shabbat Bereshit following Simchat Torah but Mr Stone and the outgoing Chair had agreed that the new Chairman would assume office on July 13, 2020. No objections were raised to this proposed earlier date.

10. The President advised the meeting that there were seven new candidates for the Board (Tim Angel CBE, Hannah Lowy-Mitchell, Peter Vogel, Brad Altberger, Alison Edelhain, Isabelle (Issy)Tarsh and Tamara Barnett) plus one existing member, Joan Arnold, standing for re-election. It was extremely pleasing that none of the new candidates had previously been on the Board and they will be bringing a variety of experience and expertise – and some youth. As there were eight vacancies on the Board, the meeting needed only to ratify the appointments. Each proposed member was ratified with a large majority. As no election was necessary, no resolution was presented to the meeting.
11. The President then announced the names of the proposed new junior wardens, Simon Raperport and Emma Levinson. Vivien Feather proposed and Oliver Walton seconded the motion. Their appointment was overwhelmingly ratified.
12. Andrew Stone provided an update on the possibility of exploiting the value of the airspace above the building at 33 Seymour Place. Unfortunately, Halcyon had taken the view, at an advanced stage of discussions, that the space we could provide was insufficient for their business plans. They had therefore withdrawn from discussions. Their current two leases run on, with a tenant break in 2024, so we have them as tenants until at least then. As to the roof space, we will continue to consider opportunities but it has to be borne in mind that this is a difficult site, being a roof space, in central London, with attendant rights of light issues.
13. It had been explained that we could not take any other business on the evening. Congregants had been invited to submit issues to be covered in advance. Most submissions received had concerned our relationship with Reform Judaism which had been covered in detail by the President in his address.
14. The President invited Rabbi Helen Freeman to give a closing blessing,
15. The President thanked the outgoing Chair, Mr Patrick Mocatta for his unfailing humanity and respect for the Community.

The meeting closed at 20:30

Appendix 1

Address by the President of the Synagogue, Mr Mark Fox

This year has been an extraordinary and unprecedented year in many ways. Our first online virtual AGM offers a chance to reflect upon how we have all been forced to speed up in our adaptation to technology in order to communicate. A word about the conduct of this meeting. We have sent out notices several times about how we would conduct this meeting to achieve the best outcome that we can. We cannot open the meeting for questions as we go along or AOB without the risk of disruption and we are following guidelines that have been issued on how to conduct large virtual AGMs. However if questions arise as a result of what you hear, or there are matters under AOB please use the same email address as has already been used by those of you with questions: agmquestions@wls.org.uk . Thank you to all those of you who have already submitted questions and we will endeavour to answer them during this meeting. Thank you to those of you who have sent in proxy votes. We have now been able to adapt technology so that you will be able to vote on screen for, against or abstain on any motions on the Agenda during the AGM if you have not sent in a proxy. The form will appear in front of you and you can simply click on the box. You will also to vote on each motion after this meeting that will be open until 12.00 tonight by email to stewart.sether@wls.org.uk and we will accept postal votes that arrive by 5.00pm on Monday 22 June and publish the results of all the votes that evening. Any time you wish to applaud or agree with something you can always use the Zoom symbols. Coronavirus has wrought a terrible price of human life, on the mental health and economic security of millions across the world. It has destroyed our ability in so many ways that we took for granted to interact to work, to support and to have fun as a community. WLS is no exception, we have lost loved ones and friends and the resources of our rabbinate, our

social and support workers and of all of our staff have been stretched to the limit and responded with utter dedication and support for our community.

But there have also been unexpected positive effects. All of us have become so much more aware of our community and of missing each other. Attendance of our online events has risen sharply, and I do not believe that it is not just because everyone is bored! The lesson of this year seems to be that religion, faith, hope, and our community matter more than ever. So many of you have stepped forward to form an army of volunteers amongst our congregation supporting each other with food or medicine deliveries, with challah runs, but also just with phone calls and chats. Suddenly, each one of us has become vulnerable and lonely in different ways. I found very moving yet strangely upsetting Zac Carruthers' video of the Amsterdam trip last year. I was not even on the trip but seeing members from across our community laughing and eating together suddenly reminded me of what we have been denied for a while.

Like all of us, I have a deep love of our wonderful building and until Covid hit more wonderful work had been done in restoring cleaning and re-gilding parts of the Sanctuary that has not been touched since it was completed 150 years ago. Covid has led us to need completing the work at a later stage rather than in this, our anniversary year. Because of the number of life cycle events that have had to be postponed from 2020, we decided that we should commence the work in February 2022. It is a shame, and we all miss our shul. But it is a building. Unlike many large central city synagogues that many of us will have visited as Jewish Tourists our building is a home to a living and vibrant community, and it is us, our community that make it so.

The year has also been a tumultuous one closer to home and apart from Covid.

Extraordinarily West London has only had 7 senior rabbis in its 180-year history. This year we waved goodbye to one who retired but retains her connection with us as our first ever Rabbi Emerita. Rabbi Julia transformed so many things at WLS for the better and we are looking forward to seeing her remain as part of our community. WLS has always believed that Judaism is a religion for its present adherents, not stuck in time. In another 'first we have appointed our first co-senior rabbis and effectively 8th Senior Rabbi. Rabbis Helen and David have both won a huge and devoted following amongst our congregation through many years of service. They have formed a marvellous relationship during eight years of working together bringing their different skills to WLS, and we wish them well and every success. Sadly, we will be losing Rabbi Neil who is moving on to new opportunities. We wish him all the best for the future.

We also were forced into turmoil by allegations raised **after** the appointment, all of which were investigated independently and found not to stand in the way of the appointment. There has been a cost to this exercise. Patrick, our Chairman and David our Treasurer can talk about this topic on more detail. They will explain that almost all of that cost has now been covered thanks to the generosity of many of you. It suffices to say that thanks to that support for our co-senior rabbis we have been able to raise funds to cover the costs of the advisors that we needed in order to ensure that those attacking West London and our rabbis were not able to harm our community.

We have had a fairly limited number of questions ahead of the meeting, but the largest number of them asked for a more detailed explanation of our relationship with Reform Judaism, why we felt it appropriate to suspend, and the current status of our relationship. As you know, West London Synagogue took a difficult and painful decision to suspend itself from Reform Judaism, a national movement of which it was the founder as the first Reform

Synagogue in Great Britain. The reasons were complex and had built up over several years albeit that recent events proved a catalyst for the decision. We were well aware of the historic significance of such a decision and that it would be unsettling for many of our members. Let me explain those reasons in detail.

West London Synagogue was a co-founder signatory and supporter of the Code of Ethics endorsed by the Reform Movement. For several years, some elements within RJ have promoted a new and separate document, a "Covenant" that would change the nature of Reform Judaism from an association of independent synagogues to a federation with centralised powers to govern its constituent members on areas of key importance. If we were to agree to become bound by the Covenant we would be submitting to controls and external regulation the effect of which your Board believes would have been to change fundamentally the nature of Reform Judaism and to remove in part West London's independence. We have consistently expressed our concerns about this fundamental change; a concern which is shared by a number of other large synagogues. These have not been listened to, nor were they allowed to be discussed. Despite numerous drafts of the Covenant over many years being rejected by many synagogues, RJ insisted on pushing ahead at the time we suspended our membership.

We were further concerned when RJ, rather than supporting West London's approach to an independent investigation of fresh allegations made against our co-senior rabbi **after** his appointment, issued a series of statements to other Reform synagogues and even to the press that were damaging to the reputation of WLS, appeared to pre-judge the allegations made and sought to interfere with the due process of WLS's governing Board. The Board carefully considered how to respond to this in the context of the concerns we already had about RJ's direction, as I have explained above and other concerns relating to its governance. We took the view that we were not yet prepared to recommend to our Congregation that we leave RJ, which would have to be decided upon by the Congregation, but that suspension would be the most appropriate interim position to take. That remains the Board's position.

In response to your questions, West London's support for the Leo Baeck College that trains progressive rabbis and a Reform Beth Din remains unchanged. We have undertaken to provide direct funding to both whilst the suspension maintains. On a practical basis, we envisage no change whatever.

The immediate issue over lack of support for WLS is now in the past. However, we remain concerned about preserving our independence and about the governance at RJ which allowed the damaging statements to be made. These concerns must be resolved before we can consider our position with RJ to be stable, and this requires discussions and changes to be made.

I am happy to say that we are now in constructive talks with RJ about a way forward. We cannot be sure how long these will take or promise a successful outcome - they are complex as they address several issues and require confidentiality to offer the best chance of success. However, I can assure our members that this is receiving the attention and immediacy that an issue of such importance deserves, and we will report back as soon as we are able. I can't give an exact timescale as there are several moving parts, not least that we will have a new Board as of tonight and RJ will elect a new Board at their AGM on 28th June, in their case contested, of course we cannot yet know the attitudes of each Board to the discussions so far but, again, will endeavour to move forward as fast as we can. One member has asked specifically about life cycle events and conversions. These have been and

we are ensuring will continue, taking place as normally as possible whilst these discussions continue.

You will see on your Agenda a motion to affirm the Board's recommendation that Andrew Stone becomes our next Chairman. Andrew has worked tirelessly for WLS during a difficult year for us and has won friends across the Board by his mix of clarity of vision, forthrightness, and downright hard work. We hope that you will support him.

Several members of our present Board are retiring. I would like to express special thanks to Jim Fletcher, Monica Jankel, Katie Hyman, Henrietta Hughes, Michael Israel, Rosalind Copisarow and Mari Van der Zyl for the huge amount of work and support they have provided during their terms in office. The good news is that none of them are "disappearing" and we look forward to their continued lively contributions to WLS.

This year the number of applicants to join the Board means that no vote is needed. I am delighted to report that we have seven new members of the Board who have never served on it before. It is a testament to the strength of West London Synagogue that we are able constantly to renew ourselves with new blood and enthusiasm. You have been sent their details, our new Board members bring a new range of skills and will I believe, make this the youngest Board that WLS has had, certainly in the many years that I have been involved. Tim Angel, Brad Altberger, Tamara Barnett, Alison Edelshain, Hannah Lowy-Mitchell, Isabelle Tarsh, Peter Vogl and Joan Arnold entering her second term offer great skills and have all been enthusiastic members of WLS for substantial periods of time, and we look forward to their work with excitement.

This has been an extraordinary year of achievement despite many obstacles. My address could not possibly be complete without a very special "thank you" to Patrick for his three years of leadership and hard work. Patrick: you had a lot to live up to, being one of a long line of Mocattas that have led WLS, I think your forebears would be as proud of you as we are all grateful to you for all your hard work and to Susan for letting us have so much of your time. We thanked Rabbi Julia last year; she has now formally retired, but we can never thank you enough. And Rabbi Sybil, who has been trying to retire before and since the day she joined us! We are so grateful that she did not and agreed to support us with extra help and time when we needed it most. Talking of retirement, you may have heard of someone called Stephen Moss who was supposed to retire as President when I took over... you may also have notice that he is still around, doing so much for WLS and supporting me. Thank, you Stephen.

I do want to say a word about our Executive Director, Stewart Sether, and our staff. They have had an incredibly tough year. They have adapted to our new challenges and worked long extra hours to do everything possible to keep things running smoothly in these challenging times. Many of them do jobs that we only notice when things go wrong and fail to praise when their hard work and dedication succeed in so many ways. On behalf of the congregation I would like to thank them too.

One last thing... a "thank you" to all of you. None of us "has" to belong to a synagogue or support its work through time or money. We all do it because we want to and inspired to help. None of us knows how much of the change we have seen in the last few months is permanent or temporary or how much adaptation to the traditional synagogue model will stick. We are all on a journey together, and that journey can only continue with your help and support.

Now over to Patrick for his last chairman's address, the only rule I will suggest is that he isn't allowed to look too relieved when he has completed it!

Appendix 2

Address by the Treasurer of the Synagogue, Mr David Marks

Our financial statements show that we had a satisfactory year in 2019.

I apologise that these were not made available to our Community four weeks before the AGM as required by our Rules. The Covid-19 pandemic has required audit firms to introduce enhanced new procedures to ensure that the companies they are auditing will remain as going concerns for a further twelve months after the signing of the accounts. We have had to undertake considerable further analysis and prepare forecasts of our expected financial position. Fortunately, we have been able to demonstrate to our auditors that we have a reasonable expectation of being able to manage our finances through this period and the Board were able to approve the accounts a week ago after which they received the audit signature and were then posted immediately onto our website.

We prepare consolidated accounts combining the results of the Synagogue with its subsidiary called WLS Seymour Place Ltd which was established to exploit the value of the airspace above the Seymour Place building.

Overall, the consolidated accounts show that we generated a surplus of £368,000 in 2019. We wrote off the loan of £358k between the Synagogue and its subsidiary when we decided to halt our plans to develop the airspace. This has no impact on the consolidated accounts. The write off of the loan between the two entities also has no cash consequences.

For several years, we had looked at ways of realising the value of the airspace above the building. After a great deal of work, we obtained planning permission for a residential development in that space but because of some softness in the property market and some disquiet about the concept of selling our family silver, the Board decided to shelve this plan and instead concentrated on a deal with Halcyon School who indicated a need for more space. As you will hear this did not happen as planned. Over the years we had incurred £358k of costs. This expenditure was funded by a £250,000 interest free loan from two members and a major donation. The loan from the members will have to be repaid in the fullness of time but the lenders are being very understanding.

This was an expensive project given that it has turned out to be abortive for the time being, but a huge effort was put into trying to make the project happen.

I will now speak about our performance before this accounting adjustment.

I have explained, in the past, our income and expenditure comprises unrestricted and restricted income and expenditure. Restricted income comprises donations to be used for a purpose specified by the donor and we cannot use this money for any other purpose. As a general matter, excluding social care, restricted activities might be regarded as non-core, albeit that they are extremely important but in the absence of funding they would probably not occur.

The surplus generated in 2019 is largely down to two factors. A grant of £226k from a charitable trust established by a deceased member and the sale of grave plots at the Hoop

Lane cemetery in excess of our expectations for the year. Clearly both were unpredictable and this really illustrates that our financial position is not yet secure.

If I break the results down a little further and put aside the very generous donation of £226k, we made a surplus, including from the sale of grave plots of £156k. However, this does not translate into a similar amount of cash. We are still paying down debts. In 2019, we repaid £16k of the bank loan taken out in 2014 to finance the installation of new boilers and at 31 December 2019 we still have £365k still to repay. We repaid £54k to members who lent money in 2014 to enable us to repay the bank overdraft in 2014 which had mushroomed due to the fraud perpetrated on the Synagogue and finally, we repaid £102k of debts due to Halcyon School representing their expenditure on the refurbishment of our building. Accordingly, we repaid £172k of loans so the surplus for the year has been wholly absorbed by debt repayments and we have not been able to build up cash reserves to assist us in the future. The member loans and school loan should be largely repaid within two years and then there will be some light at the end of the tunnel.

As the congregation knows we faced an extraordinary period of adverse press at the end of last year, not helped by some unhelpful statements from the Movement for Reform Judaism following the appointment of Rabbi David Mitchell as co-Senior Rabbi. This created real issues for the Synagogue and necessitated the Board taking extensive professional advice which culminated in the inquiry conducted by Sir Michael Burton which concluded that there was nothing in any of the complaints that precluded Rabbi David from assuming his co-Senior rabbi role. This cost the Synagogue £138k in professional fees and is reflected in the 2019 accounts. We were fortunate that a group of congregants collectively donated £113k in 2020 and this will be reflected as income in the 2020 accounts so the net cost to the Synagogue of this episode was £25k. We had to act impartially as a Board in dealing with these difficult issues and I am personally delighted that the matter has been resolved with Rabbis Helen and David confirmed in their new role. The episode also highlighted some issues of concern about staff management, culture and wellbeing and we have taken additional advice in 2020 and will be taking steps to improve on all these areas. We also took the difficult step of suspending our membership of the Movement for Reform Judaism in early 2020. We were paying them about £130k each year. Some of this amount was paid on to Leo Baeck College, an essential institution for the training of new rabbis and part goes to the Beit Din which, amongst other things, deals with conversions. We intend to pay directly to the College and Beit Din but saving the fees that are retained by the Movement is of considerable assistance during a period of economic difficulty and from which we obtain little or direct benefit.

Covid-19 is having an impact, both on the way we are able to function as a Synagogue and on our financial position with some members, who have been badly affected by the economic fallout from the pandemic finding it increasingly difficult to pay for their membership. We have taken some cost saving measures and have also furloughed as many staff as we were able to take advantage of Government support during this period but it is inevitable that there will have to be some further cost cutting as we are faced with having to use a major part of our £250k overdraft facility and a committee of the Board are examining options at the moment.

We have been fortunate to have a group of philanthropic members who contribute to the Synagogue; without whom our very existence would be threatened. We have been particularly successful in raising funds for special “restricted” activities such as social action, social care, the Sanctuary restoration project, interfaith learning, and LGBT projects. However, there is a growing tendency for donors only to give to these specific activities and not to the Synagogue activities in general. Whilst I understand why donors wish to do this, without a financially viable synagogue none of these activities could be undertaken and we must place a greater emphasis on general unrestricted giving. This may necessitate asking donors who give to these projects to agree to a small percentage allocation of their donations to be given without the restriction.

It is an honour to act as your Treasurer. I have now served for four and a half years of my three-year term and am being urged to stay on in the role for the time being as we welcome a new Chairman.

I must mention that my role is made far easier by having Stewart Sether in place as Executive Director. Stewart loves the Synagogue and always seeks to act in its best interests but as a qualified accountant, he not only brings much needed financial rigour to the role, but he generally understands what I say!

I want to finish by thanking our auditors, HW Fisher for an excellent job in conducting the audit and the support they have provided during the year. They are in attendance if any congregant wants to ask them a question, hopefully they will have done so in advance but, if not, they can email agmquestions@wls.org.uk after this meeting and we will ensure that questions receive a response.